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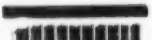

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark one)
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarter Ended March 31, 1992

PROCESSED BY
MAY 22 1992

OR

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[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 0-19136

NATIONAL ENERGY GROUP, INC.

(Exact name of registrant as specified in its charter)

Incorporated in the State of Delaware	IRS No. 87-0225597
(State of incorporation)	(I.R.S Employer Identification No.)

1400 One Energy Square
#925 Greenville Avenue
Dallas, Texas 75206
Telephone No.: (214) 692-9211
(Address and Phone Number of Registrant's Principal Executive Offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes XX No ____

Outstanding shares of each of the issuer's classes of Common Stock as of May 11, 1992:

Class A Common Stock ($0.01 par value)	5,467,348 shares
Class B Common Stock ($0.01 par value)	127,030 shares

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NATIONAL ENERGY GROUP, INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

National Energy Group, Inc.

Balance Sheets

	March 31, 1992 (Unaudited)	December 31, 1991
Assets		
Current assets:		
Cash and cash equivalents	$ 309,360	$ 394,149
Accounts receivable	171,202	209,038
Other	23,708	2,838
Total current assets	504,270	606,025
Property and equipment:		
Oil and gas properties, at cost (full cost method):		
Proven properties	3,660,559	3,652,775
Unproven properties	--	--
Furniture, fixtures, and equipment	110,497	111,116
	3,771,056	3,763,891
Accumulated depreciation, depletion, and amortization	667,443	617,570
	3,103,613	3,146,321
Other assets	696,972	661,128
Total assets	$4,304,855	$4,413,474

See accompanying notes.

National Energy Group, Inc.

Balance Sheets

	March 31, 1992 (Unaudited)	December 31, 1991
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 341,635	$ 334,130
Accounts payable to related parties	119,530	149,354
Drilling advances	38,025	38,025
Notes payable to banks *(Note 3)*	1,150,000	1,200,000
Total current liabilities	1,649,190	1,721,509
Commitments and contingencies *(Note 4)*	--	--
Stockholders' equity *(Note 3)*:		
Preferred Stock, $1.00 par value:		
Authorized shares - 100,000		
Issued shares - none	--	--
Class A Common Stock, $.01 par value:		
Authorized shares - 11,000,000		
Issued shares - 2,643,616 at March 31, 1992 and December 31, 1991	26,436	26,436
Class B Common Stock, $.01 par value:		
Convertible shares authorized 200,000;		
Issued shares - 127,030 at March 31, 1992 and December 31, 1991	1,271	1,271
Additional paid-in capital	3,963,488	3,963,985
Deficit	(1,335,530)	(1,299,727)
Total stockholders' equity	2,655,665	2,691,965
Total liabilities and stockholders' equity	$4,304,855	$4,413,474

See accompanying notes

National Energy Group, Inc.

Statements of Operations

For the Three Months Ended March 31,
(Unaudited)

	1992	1991
Revenue:		
Oil and gas sales	$ 252,824	$ 204,526
Lease operating and management income	11,378	13,036
	264,202	217,562
Costs and expenses:		
Lease operating	83,911	57,690
Oil and gas production taxes	17,060	12,647
General and administrative	109,424	63,673
Depreciation, depletion, and amortization	62,924	60,225
	273,319	194,235
Operating profit (loss)	(9,117)	23,327
Equity in net income of Big Piney	--	4,094
Interest income (expense), net	(26,686)	(23,366)
Net income (loss)	$ (35,803)	$ 4,055
Income (loss) per common share	$ (.01)	$ --
Weighted average number of common and common equivalent shares outstanding	2,770,646	1,592,990

See accompanying notes

National Energy Group, Inc.

Statements of Cash Flows

For the Three Months Ended March 31,
(Unaudited)

	1992	1991
Operating Activities:		
Net income (loss)	$ (35,803)	$ 4,055
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation, depletion, and amortization	62,924	60,225
Deferred compensation	8,223	--
Equity in net income of Big Piney	--	(4,094)
Changes in operating assets and liabilities:		
Accounts receivable	37,836	20,826
Other current assets	--	(10,489)
Accounts payable and accrued liabilities	7,505	(61,747)
Accounts payable to related parties	(29,824)	(20,919)
Net cash provided by (used in) operating activities	50,861	(12,143)
Investing Activities:		
Oil and gas acquisition, exploration, and development expenditures	(17,284)	(21,454)
Business acquisitions	(67,034)	(94,200)
Proceeds from sales of oil and gas properties	9,500	20,339
Other	(10,832)	1,000
Net cash used in investing activities	(85,650)	(94,315)
Financing Activities:		
Proceeds from notes payable to banks	--	16,000
Payments of notes payable to banks	(50,000)	(35,890)
Net cash used in financing activities	(50,000)	(19,890)
Decrease in cash and cash equivalents	(84,789)	(126,348)
Cash and cash equivalents at beginning of period	394,149	373,382
Cash and cash equivalents at end of period	$ 309,360	$ 247,034
Supplemental cash flow information:		
Interest paid in cash	$ 28,986	$ 21,693

See accompanying notes.

National Energy Group, Inc.

Notes To Financial Statements
March 31, 1992 and 1991
(Unaudited)

1. **Basis of Presentation -**

In management's opinion, the accompanying financial statements contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial position of National Energy Group, Inc. (the "Company") as of March 31, 1992 and the related results of operations and cash flows for the three months ended March 31, 1992 and 1991.

The accompanying unaudited financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the Company's financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1991.

The results of operations for the three months ended March 31, 1992 are not necessarily indicative of the results expected for the full year.

2. **Merger with VP and Big Piney**

On July 20, 1990, VP entered into an agreement with Big Piney, a publicly traded oil and gas exploration and production company, whereby VP acquired 13.7% of the common stock of Big Piney in exchange for VP's investment in a producing oil and gas property that constituted approximately 37% of VP's proved developed and undeveloped reserves at June 30, 1990. VP also received $100,000 in cash as additional consideration for the property.

On June 11, 1991, the stockholders of VP and Big Piney voted to approve and adopt an Agreement of Merger (Merger Agreement), dated as of December 17, 1990, by and among the Company, Big Piney, and VP. Pursuant to the Merger Agreement, the Company issued (a) one share of Company Class A Common Stock for every 1.85 shares of VP Class A Common Stock; (b) one share of Company Class B Common Stock for every 1.85 shares of VP Class B Common Stock; (c) one Company Warrant, Series 1 for every 1.85 VP Warrants; and the Company assumed various stock options of VP. As a result, the Company issued 1,430,824 shares of Company Class A Common Stock, 162,166 shares of Company Class B Common Stock, and 464,635 Company Warrants, Series 1 and assumed options to purchase 86,486 shares of VP Class A Common Stock to effect the merger of VP with the Company. Pursuant to the Merger Agreement, the Company also issued one share of Company Class A Common Stock for every ten shares of Big Piney Common Stock, other than the shares held by VP. As a result, the Company issued 1,035,484 shares of Company

Class A Common Stock to effect the merger with Big Piney. The mergers are collectively referred to herein as the Merger.

The following pro forma data presents the consolidated results of operations of the Company for the three months ended March 31, 1991, as if the Merger had occurred on January 1, 1991. The pro forma results of operations are presented for comparative purposes only and are not necessarily indicative of the results that would have been obtained had the Merger been consummated as presented. The following data reflects pro forma adjustments of the oil and gas sales, costs and expenses, and depletion and depreciation for Big Piney for periods prior to the Merger, and resulting pro forma adjustments to the provision for income taxes.

Revenue	$ 341,029
Net income	$ 11,753
Net income per common share	$ --

3. Acquisition of Assets of TriSearch, Inc.

Effective April 3, 1992 the Company acquired substantially all the assets of TriSearch Inc. In connection with the acquisition, the Company also amended its revolving credit agreement with Bank One, Texas National Association. (See Part I, Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations; Part II, Item 2 - Changes in Securities; and Part II, Item 5 - Other Information - TriSearch Asset Acquisition for additional information on this acquisition.)

4. Commitments and contingencies

See "Part II, Item 1 ~ Legal Proceedings" on page 11 for a full discussion of pending legal proceedings.

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources

When compared to December 31, 1991, the Company's cash position at March 31, 1992 is 21.5% lower, and the Company's working capital deficit has increased by 2.6%. At March 31, 1992, the Company had cash and cash equivalents of $309,360 as compared to $394,149 at year end 1991. The decrease in cash and cash equivalents is primarily the result of costs incurred in connection with the acquisition of the assets of TriSearch Inc. and a $50,000 reduction in notes payable to a bank. The Company's working capital deficit at March 31, 1992 was $1,144,920 as compared to $1,115,484 at December 31, 1991. This increase in the Company's working capital deficit is primarily the result of costs incurred in connection with the acquisition of the assets of TriSearch Inc. Cash flow provided by operating activities totaled $50,861 in 1992 as compared to cash used in operating activities of $12,143 in 1991. The increase in cash provided by operating activities was primarily due to the additional cash flow from the properties acquired in the Merger, and the amount of cash absorbed by working capital requirements in 1991.

Effective September 13, 1991, the Company entered into a revolving credit agreement (as amended, the "Agreement") with Bank One, Texas National Association ("Bank One"). Effective March 31, 1992, the Company and Bank One entered into a First Amendment to Credit Agreement, in connection with the Company's acquisition of the assets of TriSearch, Inc. See "Item 5 - Other Information - TriSearch Asset Acquisition" below. As of March 31, 1992, the Company had $1,100,000 in borrowings outstanding pursuant to the Agreement, which amount is a current liability. On April 3, 1992, the Company borrowed an additional $1,200,000 to finance the acquisition of the TriSearch assets, which increased the total outstanding borrowings under the Agreement to $2,300,000 . The loan with Bank One (the "Loan") requires monthly interest only payments based on a revolving rate of 2% above Bank One's base rate. As of March 31, 1992, the revolving rate was 8.5% and the Company's approximate monthly interest payment was $7,660. Pursuant to the Agreement, the borrowing base may be adjusted by Bank One, in its sole discretion, based upon the value, for lending purposes, of the Company's oil and gas properties, up to a maximum of $10,000,000. Principal on the Loan is due on September 13, 1992, unless the Loan is renewed, extended or rearranged.

The Agreement contains various restrictive covenants, including restrictions on the Company's ability to incur indebtedness or pledge assets outside of the Agreement and prohibits the payment of dividends or other distributions on the Company's capital stock. In addition, the Agreement requires the Company to maintain certain financial ratios and balances, which include a tangible net worth of $4,700,000 (adjusted for net income, if positive, for each fiscal quarter subsequent to March 31, 1992), a debt to equity ratio of not more than 1.5 to 1.0, a current ratio of not less than 1.0 to 1.0 (with the difference between the available borrowing base and outstanding debt added to current assets for such computation), a fixed charge coverage ratio of not less than 1.2 to 1.0 determined at the end of each quarter on a four quarter rolling basis, and the Company's general and administrative expenses are not to exceed 35% of gross revenues determined at the end of

each quarter on a four quarter rolling basis. At March 31, 1992, all financial ratios were either met or waived, except the tangible net worth requirement, which the Company expects to satisfy in the second quarter of 1992. The Company intends to request a waiver of this covenant violation, as the amended covenant anticipated the acquisition of TriSearch's assets which did not occur until the beginning of the second quarter of 1992.

The Company's liquidity position and current and anticipated cash flows from operations remain adequate for its general requirements and expected capital expenditures but are not sufficient to pay in full the Loan in September 1992. Due to the lending base provided by the Company's oil and gas properties following the acquisition of the assets of TriSearch, the Company expects to refinance the Loan, either by extending the Loan, entering into a similar line of credit or by entering into a term loan acceptable to the Company.

Results of Operations

Three Months Ended March 31, 1992 and 1991

The Company's oil and gas sales increased 21.4% for the three month period ended March 31, 1992 as compared to the three month period ended March 31, 1991. The increase in oil and gas sales is primarily the result of the addition of Big Piney's oil and gas sales for the 1992 period, as a result of the Merger in 1991, while the 1991 period reflects only oil and gas sales by VP prior to June 11, 1991. The Company's oil and gas sales, however, were adversely affected in the first quarter 1992 by a decrease in oil prices. The price received for the Company's oil and gas production averaged $17.46 per Bbl and $1.77 per Mcf in 1992, compared to approximately $20.44 per Bbl and $1.66 per Mcf in 1991. The increase in oil and gas sales was offset by increases in lease operating expenses and general and administrative expenses due to the Merger and the resulting increase in the Company's income producing asset base.

The Company's net loss for the three month period ended March 31, 1992 was $35,803, as compared to net income of $4,055 for the three month period ended March 31, 1991. The 1992 net loss is primarily attributable to the decrease in oil prices, and the increases in lease operating expenses and general and administrative expenses.

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings.

As reported in the Company's Annual Report on Form 10-K for the year ended December 31, 1991, the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1991, Big Piney's Transition Report on Form 10-Q for the period ended June 11, 1991, and Big Piney's Quarterly Report for the quarter ended March 31, 1991, Donald B. Anderson d/b/a Anderson Oil and Gas Company ("Anderson") filed a lawsuit in the District Court (Seventh Judicial District) in the County of Natrona, State of Wyoming (Civil Action No. 67185) on April 8, 1991, against Hawks Industries, Inc. ("Hawks"), Big Piney and other working interest owners in the Anderson Federal No. 12-1 well in Sweetwater County, Wyoming, which lawsuit concerns an alleged gas imbalance. Big Piney did not hold an interest in or operate the well during most of the period covered by the lawsuit, and management of the Company (which has become a party to the lawsuit due to the Merger) believes that Hawks is the primary defendant in this action. The Company has responded to Anderson's complaint, however, and Anderson has also alleged a direct claim against the Company based upon an alleged agreement by Big Piney to indemnify Anderson on a cash basis for the gas imbalance. Hawks and the Company have also filed cross claims against one another. The presiding judge denied Anderson's motion to dismiss a counterclaim by Hawks, which counterclaim concerns an alleged indemnity from Anderson to Hawks. Anderson has made an offer of settlement, dated March 11, 1992. The Company is currently evaluating the settlement offer, which settlement would also cover claims related to Hawks.

In March 1991, SNS Investments, Inc. ("SNS") filed a suit against VP in the District Court of Oklahoma County, State of Oklahoma (Case No. CJ 91 1708). The Company is a party to the litigation as a result of the Merger. SNS is suing the Company for an amount to be determined, but not less than $50,000, plus pre- and post-judgment interest and attorney's fees and costs. SNS alleges that it introduced Big Piney to VP and that a finder's fee and confidentiality agreement applies to the Big Piney/VP Merger. The Company is defending this action vigorously.

Although the Company's management cannot predict the outcome of the above-described lawsuits with certainty, management believes that the ultimate resolution of these lawsuits will not have a material and adverse effect on the Company's financial condition or results of operations.

Item 2. Changes in Securities.

On April 3, 1992, the Company completed the TriSearch Asset Acquisition. See "Item 5 - Other Information - TriSearch Asset Acquisition". In connection with the TriSearch Asset Acquisition, the Company issued 4,118 shares of the Company's Redeemable Convertible Preferred Stock, Series A, $1.00 par value ("Preferred"), and agreed to issue an additional 882 shares of Preferred if the Company continues to act as operator of a particular oil and gas field in Texas between November 1993 and August 1994. The Preferred (a) will have a 5% dividend, (b) will be convertible into Class A at prices of $1.00

per share of Class A between March 31, 1992 and March 31, 1995; $1.25 per share of Class A between March 31, 1995 and Mach 31, 1996; $1.56 per share of Class A between March 31, 1996 and March 31, 1997; and $1.95 per share thereafter, with each share of Preferred valued at $85.00 for purposes of such conversion, and (c) must be redeemed by the Company at a redemption price of $85.00 per share within 90 days after a notice received on or after March 31, 1997, if not previously redeemed by the Company or converted into Class A. The Preferred prohibits, without consent of the Preferred's holders, the creation of equity stock senior to or on a parity with the Preferred as to distribution of assets in liquidation, and prohibits a merger or consolidation which would result in equity securities (or debt securities commonly understood as being of the same class as the Preferred) senior to or on a parity with the Preferred as to distribution, redemption and liquidation priority.

Dividends cannot be paid on the Company's Common Stock until all cumulative unpaid dividends on the Preferred are paid. Each share of Preferred is entitled to a $4.25 dividend per annum, beginning on April 1, 1993. The Company, however, does not expect to pay dividends on the Common Stock in the foreseeable future. In addition, the Company cannot repurchase shares of its capital stock unless dividends on the Preferred have been paid.

Item 5. Other Information.

TriSearch Asset Acquisition

On April 3, 1992, the Company completed the acquisition (the "TriSearch Asset Acquisition") of substantially all of the assets of TriSearch, Inc. ("TriSearch") pursuant to the Asset Purchase and Sale Agreement, dated as of February 7, 1992, among the Company, TriSearch and certain other parties, and the Addendum to Asset Purchase and Sale Agreement, dated as of March 31, 1992 (collectively, the "Asset Purchase Agreement".) With the TriSearch Asset Acquisition, the Company acquired interests in approximately 150 producing properties and reserves of approximately 604,823 barrels of oil and 2,467,000 mcf of gas with a discounted future net cash flows, pre-tax ("PV 10%") of approximately $3,975,083, which reserves are located primarily in Texas, Oklahoma and New Mexico.

With the TriSearch Asset Acquisition, the Company's pro forma proved developed and undeveloped reserves at December 31, 1991 consisted of approximately 910,250 barrels of oil and approximately 7,413,242 mcf of gas; of such amounts approximately 680,016 barrels and approximately 6,854,412 mcf are proved developed reserves. The pro forma PV 10% for the Company's proved oil and gas reserves, including the TriSearch Asset Acquisition, is approximately $10,117,019. The Company cautions, however, against using this data to determine the fair value of its oil and gas properties or for any other purpose, as oil prices have recently been volatile and may change significantly in future periods.

The consideration paid by the Company to TriSearch for such acquisition consisted of $1,200,000 in cash, 1,365,000 shares of Class A and 4,118 shares of the Company's newly authorized Redeemable Convertible Preferred Stock, Series A, par value $1.00 per share (the "Preferred"). The cash portion of the acquisition was funded by borrowing an additional $1,200,000 from Bank One pursuant to a credit agreement (the "Loan"). The Company also delivered 150,000 shares of Class A to two partnerships and their partners

in consideration of the pledge of partnership assets to Bank One for the Loan, 10,000 shares of Class A to an individual and 1,300,000 shares of Class A into Escrow. The 1,300,000 shares of Class A in escrow will be delivered to the partnerships as of March 31, 1996 if the partnership assets are not released as security for the Loan (as defined herein), or if certain default events occur and are not cured; if the partnership assets are released as security for the Loan, on or prior to March 31, 1996, 650,000 of the Class A shares in escrow will be returned to the Company, and 650,000 shares shall be delivered to TriSearch. In addition, if the Company makes $1,200,000 or more in principal payments on the Loan or on loans to its primary lender, by March 31, 1996, TriSearch shall receive 650,000 shares of Class A, which shall either be the escrow shares mentioned in the last clause of the preceding sentence or, if necessary, newly issued shares. In addition, the Company is obligated to issue to TriSearch the following contingent compensation if the Company continues to act as operator of a particular oil and gas field in Texas: (a) a subordinated note of up to $225,000, which shall accrue at the rate of $12,000 per month for each month between March 1992 and February 1993, $9,500 per month for each month between March 1993 and October 1993, and $5,000 for November 1993 (which subordinated note shall bear interest at a rate of 8.5% per annum, although no interest is payable prior to March 1, 1993, and the subordinated note shall be amortized between March 1, 1994 and February 28, 1996); (b) up to 882 shares of Preferred, which shares shall accrue each month at specified rates between November 1993 and August 1994; and (c) up to 300,000 shares of Class A, which shall accrue each month at specified rates between March 1992 and August 1994.

The Preferred issued pursuant to the TriSearch Asset Acquisition (a) will have a 5% dividend, (b) will be convertible into Class A at prices of $1.00 per share of Class A between March 31, 1992 and March 31, 1995; $1.25 per share of Class A between March 31, 1995 and March 31, 1996; $1.56 per share of Class A between March 31, 1996 and March 31, 1997; and $1.95 per share thereafter, with each share of Preferred valued at $85.00 for purposes of such conversion, and (c) must be redeemed by the Company at a redemption price of $85.00 per share within 90 days after a notice received on or after March 31, 1997, if not previously redeemed by the Company or converted into Class A. The Preferred prohibits, without consent of the Preferred's holders, the creation of equity stock senior to or on a parity with the Preferred as to distribution of assets in liquidation, and prohibits a merger or consolidation which would result in equity securities (or debt securities commonly understood as being of the same class as the Preferred) senior to or on a parity with the Preferred as to distribution, redemption and liquidation priority.

The acquisition of TriSearch's assets and the consideration given by the Company therefore, as described in the preceding paragraphs, does not effect a change in control of the Company. Approximately 1,166,000 shares of Class A delivered at closing to TriSearch and all of the shares of Class A delivered to TriSearch as contingent compensation after the Closing (up to 300,000 shares) are expected to be distributed to certain Minority Stockholders of TriSearch's parent company, TSL, Ltd. ("TSL") which distribution will remove any possibility that TriSearch will exercise control over the Company. In addition, the Company's President holds a proxy to vote all of the shares of Class A described in the third paragraph of this section and issued at Closing (except the shares in escrow), or an aggregate of 1,525,000 shares, until the annual meeting for 1992 is held and until most of the 1,166,000 shares of Class A are distributed to Minority Stockholders (although the

proxies for most of the shares expire on March 31, 1997 even if the shares are not distributed); and the Company's President also holds a proxy to vote the 1,300,000 shares of Class A in escrow during the term of the escrow, which escrow will last, absent certain default events described above, until March 31, 1996. Furthermore, by the terms of the escrow, 650,000 of the 1,300,000 shares in escrow will revert to the Company if the partnership assets are released as security for the Loan. Finally, the Company expects to issue additional shares of Class A to acquire oil and gas properties and/or companies, which issuances will reduce any future voting power of TriSearch and its affiliates.

Item 6 - Exhibits and Reports on Form 8-K.

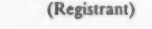
(a) The Agreement of Merger, dated December 17, 1990, by and among the Company, Big Piney, VP, Big Piney Acquisition Corp. and VP Acquisition Corp., has been filed as Appendix A to the Company's Registration Statement on Form S-4 (No. 33-38331), dated April 23, 1991. The Asset Purchase and Sale Agreement, dated as of February 7, 1992, among the Company, TriSearch, Inc. and certain other parties, and the Addendum to Asset Purchase and Sale Agreement among the Company, TriSearch, Inc. and certain other parties, have been filed as Exhibits 10.5 and 10.6 respectively, to the Company's Annual Report on Form 10-K for the year ended December 31, 1991.

(b) A current report on Form 8-K dated April 16, 1992, was filed by the Company. The report concerned "Item 2. Acquisition or Disposition of Assets", which described the TriSearch Asset Acquisition, "Item 5. Other Events", which concerned the change of the Company's annual meeting date, and "Item 7. Financial Statements and Exhibits". Financial statements concerning the TriSearch assets were not included in the report but will be filed under cover of Form 8.

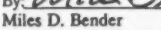
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL ENERGY GROUP, INC.
(Registrant)

By: 
Miles D. Bender
President and Chief Executive Officer

Date: May 18, 1992

By: 
Bill A. Short
Vice President and Treasurer
Principal Financial Officer and
Principal Accounting Officer